

Exhibit A

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A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**[PROPOSED] ORDER APPROVING SECOND INTERIM APPLICATION
FOR COMPENSATION OF
DICKINSON WRIGHT PLLC, A KEY ORDINARY COURSE COUNSEL
TO THE DEBTORS FOR SERVICES RENDERED
FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

THIS MATTER having come before the Court, on the application dated July 31, 2006 (the "Second Interim Application"),¹ wherein Dickinson Wright PLLC ("Dickinson Wright") moved this Court for an order pursuant to 11 U.S.C. §§ 330 and 331, seeking interim approval of compensation for services rendered by Dickinson Wright from February 1, 2006 through May 31, 2006; the Court finds that (i) it has jurisdiction over the matters raised in the Second Interim Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); (iii) the relief requested in the Second Interim Application is necessary and appropriate; (iv) proper and adequate notice of the Second Interim Application and the hearing

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the First Interim Application

EXHIBIT A

thereon has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Second Interim Application after having given due deliberation upon the Second Interim Application and all of the proceedings had before the Court in connection with the Second Interim Application. Therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Second Interim Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Second Interim Application are both fair and reasonable.

2. The Second Interim Application is hereby approved in its entirety, and compensation for the Second Interim Period in the total amount of \$_____ is hereby approved, and the Debtors are hereby authorized and directed to pay Dickinson Wright the unpaid portion of such compensation, including the \$_____ holdback.

Dated: New York, New York
_____, 2006

ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS

By: _____
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